

Tecil Chemicals And Hydro Power Ltd.



REGISTERED OFFICE & WORKS
 O. CHINGAVANAM - 686 531
 DIST. KOTTAYAM
 (KERALA)

HEAD OFFICE
 EMPIRE HOUSE, 3RD FLOOR,
 214, DR. D. N. ROAD, FORT,
 MUMBAI - 400 001. (INDIA)

Quarterly Compliance Report on Corporate Governance Report for the quarter ended 31/12/2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49 (IA)	Yes	Optimum Combination of Executive, Non-Executive and Independent Directors in Board. There are Four Directors, out of which One is Executive Chairman and remaining are Independent Directors. The pecuniary relationship or transactions with non-executive directors duly disclosed in the meeting of Board of Directors and also disclosed in the Audited Annual Report for the transaction during that year.
(B) Non-executive Director's Compensation & disclosures	49 (IB)	Yes	Non-Executive Directors have not been paid any remuneration. Necessary disclosure will be made in Annual report for the year ended 31 st March 2012
(C) Other provisions as to be Board and Committees	49 (IC)	Yes	Provisions complied with maximum time gap is not more than four months between 2 Board Meetings.
(D) Code of Conduct	49 (ID)	Yes	Approved by Board of Directors and disclosed in Annual Report. Also adopted revised Code of Conduct in the Meeting of the Board of Directors.
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Audit Committee comprises of three members and all are Independent Directors and all are Financially Literate and atleast one member have requisite financial and Management Expertise. The Chairman of the Audit Committee is an Independent Director.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Meetings of Audit Committee duly held.
(C) Powers of Audit Committee	49 (IIC)	Yes	Powers of Audit Committee duly defined and the same are as per Clause 49 II (C) of Listing Agreement
(D) Role of Audit Committee	49 (IID)	Yes	Role of Audit Committee duly defined and the same are as per Clause 49 II (D) of Listing Agreement.



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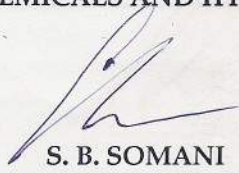


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(E) Review of Information by Audit Committee	49 (IIE)	Yes	Required review is done regularly.
III. Subsidiary Companies	49 (III)	N. A.	There is no subsidiary company.
IV. Disclosures	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	Disclosures of related party Transactions are placed periodically before the Audit Committee and also disclosed in Audited Annual Report for the year ended 31 st March, 2012.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Duly disclosed in Audited Annual Report for the year ended 31 st March, 2012.
(C) Board Disclosures	49 (IV C)	Yes	The Board has laid down procedures about risk Assessment and minimization procedures and the same are reviewed periodically by the Board.
(D) Proceeds from public issues, right issues, preferential issues etc.	49 (IV D)	N. A.	No Public/ Right Issue made during the Current Year. Proceeds of earlier issues utilized for the purpose stated in prospectus, offer documents.
(E) Remuneration of Directors	49 (IV E)	Yes	There is no pecuniary relationship or transactions with any of the Non- Executive Directors other than sitting fees.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report forms part of the Annual Report for the year ended 31 st March, 2012
(G) Shareholders	49 (IV G)	Yes	Share Transfer Committee and Investor Grievance Committee duly constituted.
V. CEO/ CFO Certification	49 (V)	Yes	Shri Ashok Joshi has been appointed as CFO of the Company w.e.f. 10-05-2012 on the recommendation of Audit Committee. However for the year ended 31 st March, 2012, only CEO Certification has been included in Directors Report on Corporate Governance.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report forms part of the Directors Report in the Annual Report for the year ended 31 st March 2011.
VII. Compliance	49 (VII)	Yes	Duly Complied.

FOR TECIL CHEMICALS AND HYDRO POWER LTD.

PLACE : MUMBAI
 DATE : JANUARY 14, 2012


 S. B. SOMANI
 CEO & MANAGING DIRECTOR